

EXHIBIT 2

(Third Addendum)



March 6, 2013

Mr. James Whitlinger
Chief Financial Officer
Residential Capital, LLC
1100 Virginia Drive
Fort Washington, PA 19034

Re: Third Addendum to Letter of Engagement dated August 25, 2011, as amended pursuant to addenda dated July 18, 2012 (First Addendum) and February 15, 2013 (Second Addendum), by and between FTI Consulting, Inc., and Residential Capital, LLC.

Dear Jim:

1. **Introduction**

This Third Addendum (the “**Third Addendum**”) to the letter of engagement dated August 25, 2011, including the related Standard Terms and Conditions included therein (the “**Letter of Engagement**”), by and among FTI Consulting, Inc., together with its wholly owned subsidiaries, agents, independent contractors, and employees (collectively “**FTI**”) and Residential Capital, LLC (the “**Client**” and, collectively with each of the administratively consolidated debtors in the jointly administered chapter 11 case currently pending before the Bankruptcy Court for the Southern District of New York (the “**Court**”) under Case No 12-12020 (MG), the “**Debtors**”), as amended by addendum dated July 18, 2012 (the “**First Addendum**”) and addendum dated February 15, 2013 (the “**Second Addendum**”, and together with the First Addendum and the Letter of Engagement, the “**LOE**”), hereby modifies the LOE solely with respect to the extension of the period within which the “Rollover Provision” (as defined in the First Addendum) shall apply.

This Third Addendum is entered into in connection with, and pursuant to, the *Debtors’ Application Under Bankruptcy Code Sections 327(a), 328(a) and 363 For The Entry of An Order Approving Third Addendum to Employment Agreement with FTI Consulting, Inc. as Financial Advisor To the Debtors* (the “**Modification Application**”). Reference is made to the prior application by the Debtors dated June 27, 2012 [Doc. No. 526] (the “**Initial Application**”) for entry of an order authorizing the employment and retention of FTI Consulting, Inc., as financial advisor for the Debtors *nunc pro tunc* to May 14, 2012, pursuant to which, on July 25, 2012, the Court entered the *Order Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisor Nunc Pro Tunc to May 14, 2012* [Doc. No. 902] (the “**Retention Order**”), approving FTI’s retention. Unless otherwise specified, capitalized terms used in this Third Addendum shall have the meaning given to them in the LOE.

Mr. James Whitlinger
March 6, 2013

2. Modifications to the LOE

This Third Addendum is meant to amend the terms of the LOE and, as set forth in the First Addendum as approved pursuant to the Retention Order, to reflect an extension of the period within which the Rollover Provision shall apply (the “Rollover Period”).

Subject to the approval by the Court of this Third Addendum, notwithstanding anything in the First Addendum and the Retention Order to the contrary, the period within which the Rollover Provision shall apply shall be extended from March 31, 2013, through and including the effective date of a chapter 11 plan of the Debtors confirmed pursuant to section 1129 of the Bankruptcy Code.

3. Other Terms and Conditions

This Third Addendum shall not be effective unless and until approved pursuant to an order of the Court. Except as specifically modified herein, all other terms of the LOE shall remain in full force and effect.

4. Acknowledgement and Acceptance

Please acknowledge your acceptance of the terms of this Third Addendum by signing below.

If you have any questions regarding this Third Addendum, please do not hesitate to contact William Nolan at (704) 972-4101.

Very truly yours,

FTI CONSULTING, INC.

By: William J. Nolan
William J. Nolan
Senior Managing Director

ACKNOWLEDGED AND AGREED:

RESIDENTIAL CAPITAL, LLC

By: /s/ James Whitlinger
Name: James Whitlinger
Title: Chief Financial Officer